REPORT OF EXAMINATION OF THE

GEOVERA INSURANCE COMPANY

AS OF DECEMBER 31, 2006

Participating State and Zone:

California

Filed June 23, 2008

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Honorable Alfred W. Gross Chairman of the NAIC Financial Condition Subcommittee Commissioner of Insurance Virginia Bureau of Insurance Richmond, Virginia

Honorable Kent Michie Secretary, Zone IV-Western Commissioner of Insurance Department of Insurance, State of Utah Salt Lake City, Utah

Honorable Steve Poizner Insurance Commissioner California Department of Insurance Sacramento, California

Dear Chairman, Secretary, and Commissioner:

Pursuant to your instructions, an examination was made of the

GEOVERA INSURANCE COMPANY

(hereinafter referred to as the Company) at its home office located at 4820 Business Center Drive, Suite 200, Fairfield, California 94534.

SCOPE OF EXAMINATION

The previous examination of the Company was made as of December 31, 2002. This examination covers the period from January 1, 2003 through December 31, 2006. The examination was conducted pursuant to the National Association of Insurance Commissioners' plan of examination. The examination included a review of the Company's practices and procedures, an examination of management records,

tests and analyses of detailed transactions, an evaluation of assets, and a determination of liabilities as of December 31, 2006, as deemed necessary under the circumstances.

The examination was conducted concurrently with the examination of the Company's affiliates, Pacific Select Property Insurance Company and GeoVera Specialty Insurance Company.

In addition to those items specifically commented upon in this report, other phases of the Company's operations were reviewed including the following areas that require no further comment: corporate records; fidelity bonds and other insurance; officers', employees' and agents' welfare and pension plans; growth of company; business in force by states; loss experience and sales and advertising.

SUBSEQUENT EVENTS

Effective January 1, 2007, the Company and its affiliate, GeoVera Specialty Insurance Company were redomesticated to California from Maryland.

Effective January 4, 2007, GeoVera Insurance Company and the California Department of Insurance (CDI) signed a Rate Clarification Agreement with respect to the unapproved Modified Mercalli Intensity (MMI) scores and certain methods and assumptions used to by the Company in determining earthquake rates for policyholders for the years 1998 to 2006. The unapproved scores resulted in different base rates than the previously approved scores. As a result of the agreement, the Company agreed to submit a complete rate filing clarifying its criteria and refund a total of \$4 million to its existing policyholders. As the majority of the policies pertained to periods under the previous owners, United States Fidelity & Guaranty Company (USF&G), the Company subsequently received a reimbursement from the previous parent for the majority of the refund.

During the first quarter of 2008, the Company and its affiliates, Pacific Select Property Insurance Company (PSPIC) and GeoVera Specialty Insurance Company (GVSIC) paid ordinary dividends totaling \$15,811,871 to its parent company, GeoVera Holdings, Inc (GVH). In April 2008, the Company, PSPIC and GVSIC applied to the CDI for an approval of an extraordinary dividend to GVH totaling \$44,750,000 of which \$28.25 million would be paid by the Company. The application

is currently pending before the CDI. If approved, the Company and its affiliates' projected surplus after the extraordinary dividends would be as follows:

		Ordinary			
	Surplus as	Dividends	Surplus After	<u>Proposed</u>	Surplus Post
	Reported in 2007	Paid in March	<u>Ordinary</u>	Extraordinary	Extraordinary
Company	Annual Statement	<u>2008</u>	Dividends	Dividends	<u>Dividends</u>
PSPIC	\$ 57,724,204	\$ 7,313,535	\$ 50,410,669	\$ 15,500,000	\$34,910,669
GVIC	53,566,168	5,741,369	47,824,799	28,250,000	19,574,799
GVSIC	24,199,915	2,756,967	21,442,948	1,000,000	20,442,948
Total	\$135,490,287	\$15,811,871	\$119,678,416	\$44,750,000	\$74,928,416

COMPANY HISTORY

The Company was a wholly-owned subsidiary of the United States Fidelity and Guaranty Company (USF&G), a Maryland domiciled property and casualty insurer. As of December 31, 2003, USF&G was a wholly-owned subsidiary of The St. Paul Companies, Inc., a publicly traded insurance holding company incorporated in Minnesota. In April of 2004, The St. Paul Companies, Inc. and Travelers Property Casualty Corporation, a Connecticut-based insurance holding company, were combined in a merger transaction. The combined company, renamed The St. Paul Travelers Companies, Inc. (STA), is headquartered in St. Paul, Minnesota. There was no change in the ownership or control of the Company as a result of the transaction.

Effective November 1, 2005, GeoVera Holdings, Inc. (GVH), formerly known as HFF&L Holdings, Inc., acquired 100% of the outstanding shares of the Company, and its affiliates, Pacific Select Property Insurance Company (PSPIC) and GeoVera Specialty Insurance Company (GVSIC). These acquisitions were part of a larger transaction totaling \$143,899,431, whereby GeoVera Insurance Holdings, Ltd. (Bermuda), GVH's parent company, purchased other assets from USF&G and STA. The price paid for the Company was its surplus based on Generally Accepted Accounting Principles (GAAP). The following schedule details the entire acquisition, including all entities purchased and goodwill paid:

GAAP Surplus at 11/01/2005

GeoVera Holdings, Inc.	\$	746,810
Pacific Select Property Insurance Company		39,801,882
GeoVera Insurance Company		45,118,343
GeoVera Specialty Insurance Company		28,310,678
GeoVera Specialty Services, Inc.		156,718
Total estimated fair value of the net tangible assets acquired	-	114,134,431
Estimated fair value of intangible assets (including Goodwill)		29,765,000
Total acquisition price	<u>\$</u>	143,899,431

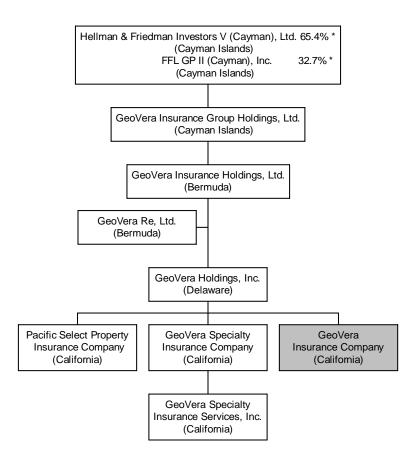
The Maryland Insurance Administration approved the acquisition, as the Company was a Maryland domiciliary at the time the acquisition was consummated.

During 2006, while the Company was domiciled in Maryland, the Company paid dividends to its parent company, GeoVera Holdings, Inc., in amounts totaling \$2,715,317. During 2004 and 2003, the Company paid \$25 million and \$2.6 million in extraordinary and ordinary dividends, respectively, to its former parent company, USF&G. The extraordinary dividend was approved by the Maryland Insurance Administration on March 31, 2004.

MANAGEMENT AND CONTROL

The Company's immediate parent company, GeoVera Holdings, Inc., owns 100% of the Company. The Company is part of a holding company structure in which private equity investors, Hellman & Friedman Investors V (Cayman), Ltd. (H&F) and FFL GP II (Cayman), Inc. (FFL) are the ultimate controlling persons. Although the Company disclosed its ultimate controlling parents, H&F and FFL, in its annual Form B filings, it was noted that the Company did not disclose its ultimate controlling parents in Schedule Y of its 2005 and 2006 Annual Statements. Statements of Statutory Accounting Principles No. 25, paragraph 2c requires the disclosure of the principal owners of the reporting entity. It is recommended that the Company disclose the ultimate controlling parents in Schedule Y of its Annual Statement.

The following is an abridged organizational chart depicting the Company within the holding company system:



^{*} Remaining 1.9% owned by members of GeoVera Insurance Holdings, Ltd. senior management.

Management and control of the Company is vested in a four-member board of directors. As of December 31, 2006, the directors and principal officers were as follows:

Directors

Name and Residence Principal Business Affiliation

Kevin M. Nish President, Chairman of the Board

Fairfield, California Pacific Select Property Insurance Company,

GeoVera Insurance Company and GeoVera

Specialty Insurance Company

Karen M. Padovese Chief Operating Officer

San Rafael, California Pacific Select Property Insurance Company,

GeoVera Insurance Company and GeoVera

Specialty Insurance Company

Brian T. Sheekey Chief Financial Officer

Napa, California Pacific Select Property Insurance Company,

GeoVera Insurance Company and GeoVera

Specialty Insurance Company

Michael J. Zukerman General Counsel and Secretary

Piedmont, California Pacific Select Property Insurance Company,

GeoVera Insurance Company and GeoVera

Specialty Insurance Company

Principal Officers

Name Title

Kevin M. Nish President

Karen M. Padovese Chief Operating Officer Brian T. Sheekey Chief Financial Officer

Michael J. Zukerman General Counsel and Secretary

In April 2006, the Company's board of directors approved a loan in the sum of \$1,550,769 to GeoVera Holdings, Inc. (GVH), the Company's immediate parent, for the purpose of funding tax loans extended by GVH to Kevin Nish and Karen Padovese, both of whom are directors and officers of the Company. GVH had no means to effectively pay the loans to the directors and officers as it did not have the liquid assets to make the loans. This examination views the loan as a loan by the Company to its directors and officers in contravention of California Insurance Code (CIC) Section 1104, which prohibits an admitted insurer from making such loan, to any officer, director, trustee or

other person having authority in the management of its funds, nor allow officer, director, trustee or other person to accept such loan.

It is recommended that the Company comply with CIC Section 1104 and not extend loans to its directors and officers whether directly or indirectly.

Management Agreements

Services Agreement: The Company has a services agreement with its parent, GeoVera Holdings, Inc. (GVH), which was approved by the Maryland Insurance Administration to be effective November 1, 2005. Under the terms of this agreement, GVH provides the following services to the Company: financial reporting, tax compliance, treasury services, budget and cost accounting, human resources, payroll, electronic fund transfer, investments, legal, office services, actuarial services, marketing and corporate affairs services, computer services, policy administration including claims administration services, graphic arts and other additional services as needed. The Company reimburses GVH for the services rendered based on cost with no profit factor. For the full year of 2006, the Company paid \$12,691,348 to GVH for services received under the agreement. The California Department of Insurance (CDI) approved this same agreement for use by the Company's affiliate, Pacific Select Property Insurance Company to be effective November 1, 2005. Effective August 10, 2006, the agreement was amended to reflect changes in invoice and payment terms. The CDI approved the amendment for use on July 28, 2006.

Tax Sharing Agreement: The Company's federal income tax return is filed on a consolidated basis with its parent company, GVH, pursuant to a Tax Sharing Agreement effective November 1, 2005. Annual tax liability of the participants to the agreement is based on the participants' separate taxable income with credits for operating losses or other items used in the consolidated return. This tax sharing agreement was the same agreement that the CDI approved for use by the Company's California affiliate, Pacific Select Property Insurance Company, on October 28, 2005.

TERRITORY AND PLAN OF OPERATION

As of December 31, 2006, the Company is licensed to write earthquake, dwelling fire and homeowners lines of business. The Company writings are focused on catastrophe-exposed residential property risks. Of the \$94,418,678 in direct written premiums in 2006, the Company wrote \$88,922,018 in the earthquake and \$5,496,660 in the homeowners' lines.

Under terms of the intercompany reinsurance agreements, most of the underwriting transactions of the Company are pooled, reapportioned and then distributed to the members of the pool, as discussed under the caption "Reinsurance."

At December 31, 2006, the Company was licensed to transact business in the District of Columbia and the following 40 states:

Alabama	Hawaii	Louisiana	Montana	Pennsylvania	Virginia
Alaska	Idaho	Maine	Nebraska	Rhode Island	Washington
Arizona	Illinois	Maryland	Nevada	South Carolina	West Virginia
Arkansas	Indiana	Michigan	New Jersey	South Dakota	Wisconsin
California	Iowa	Minnesota	North Dakota	Texas	Wyoming
Colorado	Kansas	Mississippi	Oklahoma	Utah	
Delaware	Kentucky	Missouri	Oregon	Vermont*	

^{*} Identified incorrectly in Company's 2006 Schedule "T" as not licensed.

Of the 2006 direct premiums written, 89.16% was written California, 5.6% in Texas, 5.2% in Washington and less than one percent in Oregon.

The Company's products are offered through approximately 4,270 independent agents and brokers, and personal line agencies affiliated with financial institutions. The Company operates from its headquarters in Fairfield, California offering stand-alone, high deductible earthquake policies. The Company also sells directly to the public through its web site and its call center in Fairfield, California.

The Company operations (underwriting, marketing, accounting, customer service, legal, and claim management) are based at its Fairfield, California home office. The Company's claims are processed in Fairfield, California and Tallahassee, Florida. It also has resident adjusters in Texas and has contracted with six catastrophe (CAT) adjusting firms to provide a total of 385 CAT adjusters when called upon. The CAT firms providing the largest number of adjusters are Worley Adjusting Company, ICA Adjusters and AllCat Adjusters.

Except for its officers, the Company has no employees. The day-to-day operation of the Company is managed by GeoVera Holdings, Inc., the Company's parent company, in accordance with the management services agreement.

REINSURANCE

Inter-Company Reinsurance Pooling Agreement

The Company is a participant in an inter-company reinsurance pooling agreement (agreement) with two of its affiliates, Pacific Select Property Insurance Company (PSPIC) and GeoVera Specialty Insurance Company (GVSIC). The lead insurer is PSPIC (Pool Leader). Under the terms of this agreement, the Company and GVSIC cede, and PSPIC assumes, 100% of the Company and GVSIC's net retained liabilities after cessions to external reinsurers and its Bermuda affiliate, GeoVera Re, Ltd. The cessions from the participants are combined with PSPIC's business, resulting in the allocation of the pooled balance to each company in the pool as follows:

Pool Members	State of Domicile	Participation %
Pacific Select Property Insurance Company	California	46.5%
GeoVera Insurance Company (GVIC)*	Maryland	36.5%
GeoVera Specialty Insurance Company*	Maryland	17.0%
Total		100.0%

^{*} Redomesticated to California effective January 1, 2007

In accordance with the terms of the agreement: (1) Each of the Pool Members other than the Pool Leader, agrees to cede to the Pool Leader and the Pool Leader accepts each such pool member's liabilities after deduction of recoveries from external and GeoVera Re, Ltd reinsurance and (2) The Pool Leader agrees to cede to the Pool Members and the Pool Members accept a quota share of the adjusted net liabilities and obligations that include assessments, underwriting expenses, taxes, and policy dividends after the deductions of recoveries under external and GeoVera Re, Ltd. reinsurance. Accounts are required to be settled within 45 days after the close of each calendar quarter. Effective January 1, 2007, the agreement was amended to set the percentage rates for the PSPIC, the Company and GVSIC at 46.5%, 36.5% and 17.0%, respectively. This agreement was the same agreement that the California Department of Insurance (CDI) approved for use for the Company's California affiliate, PSPIC, on October18, 2005. The January 1, 2007 amendment was approved by the CDI on November 2, 2007.

Affiliated Quota Share Agreement: The Company has a quota share agreement with its Bermuda affiliate, GeoVera Re, Ltd. (GVRe). Under the terms of this agreement, the Company cedes and GVRe accepts 50% of the Company's net retained liabilities. Effective March 1, 2007, the agreement was amended to a 60% quota share with a 43% ceding commission. This agreement and subsequent amendment were approved by the CDI on October 18, 2005 and June 6, 2007, respectively. The Company is currently in the process of applying to the CDI for approval to change the ceding commission rate under the agreement to 45% (to be effective March 1, 2008).

Assumed

Except for the business assumed under the inter-company reinsurance pooling agreement, the Company assumes no other business.

Ceded

Following is a schedule of the ceded third party reinsurance agreements in-force as of the examination date:

Type of Contract and Lines of Business	Reinsurer(s)	Company's Retention	Reinsurers' Limits
Excess of Loss Personal Lines or Monoline Residential Earthquake – Layer 1 through 3	TREME DE (B)	Company 8 Morenion	ACCINION COS ESTATES
First Layer	Hannover Ruckversicherungs (2.5%) Platinum Underwriters (8%) Lloyds Syndicates (22.96%) Unauthorized (60.29%)/15 reinsurers	1st layer - \$50 million Ultimate Net Loss (UNL) per loss occurrence plus 6.25% of \$50 million excess of \$50 million	1st layer -93.75% of \$50 million UNL per loss occurrence excess \$50 million
Second Layer	Hannover Ruckversicherungs (2.5%) Folksamerica Reinsurance Company (2%) Platinum Underwriters (4%) Lloyds Syndicates (25.08) Unauthorized (61.50%)/18 reinsurers	2nd layer - \$100 million UNL per loss occurrence plus 4.92 % of \$150 million excess \$100 million	2nd layer -95.08% \$150 million UNL per loss occurrence excess \$100 million
Third Layer	Hannover Ruckversicherungs (2.5%) Federal Insurance Company (5%) Platinum Underwriters (2.5%) Swiss Reinsurance America (6%) Other Domestic (2%) Lloyds Syndicates (27.53%) Unauthorized (48.975%)/17 reinsurers	3rd layer - \$250 million UNL per loss occurrence plus 5.5% of \$200 million excess \$250 million	3rd layer -94.50% of \$200 million UNL per loss occurrence excess \$250 million
Fourth Layer – Residential Earthquake – California and Washington Only	Hannover Ruckversicherungs (1.0%) Swiss Reinsurance America (7.5%) Other Domestic (2.15%) Lloyds Syndicates (47.03%) Unauthorized (39.24%)/14 reinsurers	4th layer - \$450 million UNL per loss occurrence plus 3.08% of \$375 million excess of \$450 million	4th layer – 96.92% of \$375 million UNL per loss occurrence excess \$450 million
Florida Catastrophe Excess of Loss	Renaissance Reinsurance Ltd.* (60%)* DaVinci Reinsurance Ltd.* (40%)*	\$450 million UNL per loss occurrence	100% of \$25 million UNL excess \$450 million
	*Unauthorized		

Type of Contract and Lines of Business	Reinsurer(s)	Company's Retention	Reinsurers' Limits
Quota Share - Monoline Residential Earthquake	Aspen Insurance Limited (3.75%)* Hiscox Insurance Company Ltd. (0.625%)* Lloyd's Syndicate #33 (1.875%) *Unauthorized	93.75% OF UNL up to \$800 million per loss occurrence	6.25% of UNL up to a maximum of \$800 million per loss occurrence
Quota Share Indemnity	United States Fidelity and Guaranty (USF&G)	None	USF&G indemnifies the Company for all losses incurred prior to November 1, 2005 as well as any subsequent loss development.

ACCOUNTS AND RECORDS

Subsequent to the filing of its 2006 Annual Statement, the Company recorded certain adjustments which were primarily related to the Company and its affiliate's, Pacific Select Property Insurance Company, participation in the California Fair Plan (Plan). The Company had inadvertently excluded the participation in the Plan from its Annual Statement - Schedule P. As a result, the Company's external auditors included an adjusted Schedule P in its 2006 Audited Report. The amounts were not material therefore no adjustments will be made for the purposes of this examination.

It is recommended that the Company institute controls to ensure that its Annual Statement Schedule P is accurate and complete.

FINANCIAL STATEMENTS

The financial statements prepared for this examination report include:

Statement of Financial Condition as of December 31, 2006

Underwriting and Investment Exhibit for the Year Ended December 31, 2006

Reconciliation of Surplus as Regards Policyholders from December 31, 2002 through December 31, 2006

Statement of Financial Condition as of December 31, 2006

<u>Assets</u>	Ledger and Nonledger Assets	Assets Not Admitted	Net Admitted Assets	Notes
Bonds	\$ 42,243,925	\$	\$ 42,243,925	
Cash and short-term investments	46,248,263	Ψ	46,248,263	
Receivables for securities	15,992		15,992	
Investment income due and accrued	396,512		396,512	
Uncollected premiums and agents' balances	,		,	
in course of collection	17,831,572		17,831,572	(1)
Reinsurance: Amount recoverable from reinsurers	1,289,200		1,289,200	` /
Net deferred tax asset	5,012,570	239,669	4,772,901	
Electronic data processing equipment and software	261,640	ŕ	261,640	
Aggregate write-ins for other than invested assets	9,189	9,189	,	
Total assets	<u>\$113,308,863</u>	<u>\$ 248,858</u>	<u>\$113,060,005</u>	
<u>Liabilities</u> , <u>Surplus</u> and <u>Other Funds</u>				
Losses			\$5,691,308	(2)
Reinsurance payable on paid losses and loss adjustment ex	xpenses		2,969,571	
Loss adjustment expenses			1,186,360	(2)
Commissions payable			1,044,289	
Other expenses			807,123	
Taxes, licenses and fees			104,910	
Current federal and foreign income taxes			705,019	
Unearned premiums			24,157,149	
Advance premium			2,402,285	
Ceded reinsurance premiums payable			11,475,395	
Payable to parent, subsidiaries and affiliates			3,647,471	
Aggregate write-ins for liabilities			11,408,609	
Total liabilities			65,599,489	
Common capital stock		\$ 5,000,000		
Gross paid-in and contributed surplus		10,000,000		
Unassigned funds (surplus)		32,460,516		
Surplus as regards policyholders			47,460,516	
				
Total liabilities, surplus and other funds			<u>\$113,060,005</u>	

<u>Underwriting and Investment Exhibit</u> for the Year Ended December 31, 2006

Statement of Income

<u>Underwriting Income</u>		
Premiums earned		\$27,655,130
Deductions: Losses incurred Loss expenses incurred Other underwriting expenses incurred	\$10,780,409 2,108,871 10,120,399	
Total underwriting deductions		23,009,679
Net underwriting gain		4,645,451
Investment Income		
Net investment income earned Net realized capital losses	\$ 3,370,571 (263,266)	
Net investment gain		3,107,305
Other Income		
Finance and service charges not included in premiums	\$ 1,005,515	
Total other income		_1,005,515
Net income before federal and foreign income taxes Federal and foreign income taxes incurred		8,758,271 4,625,867
Net income		<u>\$ 4,132,404</u>
Capital and Surplus Account		
Surplus as regards policyholders, December 31, 2005		\$44,309,869
Net income Change in net deferred income tax Change in nonadmitted assets Dividends to stockholders Aggregate write-in for gains and losses in surplus	\$ 4,132,404 1,406,800 41,833 (2,715,317) 284,926	
Change in surplus as regards policyholders for the year		3,150,646
Surplus as regards policyholders, December 31, 2006		<u>\$47,460,516</u>

Reconciliation of Surplus as Regards Policyholders from December 31, 2002 through December 31, 2006

Surplus as regards policyholders, December 31, 2002, per Examination

\$41,421,079

	Gain in Surplus	Loss in Surplus	
Net income Change in net deferred income tax Change in nonadmitted assets Dividends to stockholders Aggregate write-ins for gains and losses in surplus	\$34,357,540 2,781,146	\$ 248,858 30,315,317 535,074	
Total gains and losses	<u>\$37,138,686</u>	\$31,099,249	
Increase in surplus as regards policyholders			6,039,437
Surplus as regards policyholders, December 31, 2006, per Examination			<u>\$47,460,516</u>

COMMENTS ON FINANCIAL STATEMENT ITEMS

(1) <u>Uncollected Premiums and Agents' Balances in the Course of Collection</u>

Included in this account was \$9.1 million representing installment premiums booked but deferred and not yet due. The installment premiums booked but deferred and not yet due are incorrectly classified in premiums and agents balances in the course of collection. It is recommended that installment premiums booked but deferred and not yet due be reported in the Annual Statement under "Deferred premiums, agents' balances and installments booked but deferred and not yet due."

(2) Losses and Loss Adjustment Expenses

A Casualty Actuary from the California Department of Insurance reviewed the Company's loss and loss adjustment expense reserves as of December 31, 2006. Based on that review, the Company's December 31, 2006 reserves for losses and loss adjustment expenses were determined to be reasonably stated and have been accepted for purposes of this examination.

SUMMARY OF COMMENTS AND RECOMMENDATIONS

Current Report of Examination

Management and Control – (Page 4): It is recommended that the Company disclose the ultimate controlling parents in Schedule Y of the Annual Statement in compliance with Statements of Statutory Accounting Principles No. 25, paragraph 2c.

Management and Control (Page 4): It is recommended that the Company comply with California Insurance Code Section 1104 and not extend loans to its directors and officers whether directly or indirectly.

Accounts and Records (Page 12): It is recommended that the Company institute controls to ensure that its Annual Statement Schedule P is accurate and complete.

Comments on Financial Statement Items – Uncollected Premiums and Agents' Balances in Course

of Collection (Page 17): It is recommended that installment premiums booked but deferred and not

yet due be reported in the Annual Statement under "Deferred premiums, agents' balances and

installments booked but deferred and not yet due."

Previous Report of Examination

The comments and recommendations made by the Maryland Insurance Administration in its prior

examination report (as of December 31, 2002) of the Company were applicable to situations that existed

before the change in the Company's ownership on November 1, 2005. As such, no follow-up was made

with respect to the comments and recommendation that were made.

<u>ACKNOWLEDGMENT</u>

Acknowledgment is made of the cooperation and assistance extended by the Company's officers and

employees of GeoVera Holdings, Inc., during the course of this examination.

Respectfully submitted,

Sandra Bailey, CFE

Examiner-In-Charge Senior Insurance Examiner

Department of Insurance

State of California

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